

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT



<b>APPLICATION FOR PERMIT TO DRILL</b>						<b>1. WELL NAME and NUMBER</b> Prickly Pear UF 3-15D-13-15					
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						<b>3. FIELD OR WILDCAT</b> NINE MILE CANYON					
<b>4. TYPE OF WELL</b> Gas Well <input type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b> PRICKLY PEAR					
<b>6. NAME OF OPERATOR</b> BILL BARRETT CORP						<b>7. OPERATOR PHONE</b> 303 312-8164					
<b>8. ADDRESS OF OPERATOR</b> 1099 18th Street Ste 2300, Denver, CO, 80202						<b>9. OPERATOR E-MAIL</b> BHilgers@billbarrettcorp.com					
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> UTU65773			<b>11. MINERAL OWNERSHIP</b> FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			<b>12. SURFACE OWNERSHIP</b> FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>					
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b>						<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b>					
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b>						<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>					
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>			<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			<b>19. SLANT</b> VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>					

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	797 FSL 1477 FWL	SESW	10	12.0 S	15.0 E	S
Top of Uppermost Producing Zone	678 FNL 1986 FWL	NENW	15	12.0 S	15.0 E	S
At Total Depth	678 FNL 1986 FWL	NENW	15	12.0 S	15.0 E	S

<b>21. COUNTY</b> CARBON		<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 670		<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 40	
		<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 657		<b>26. PROPOSED DEPTH</b> MD: 7685 TVD: 7241	
<b>27. ELEVATION - GROUND LEVEL</b> 6811		<b>28. BOND NUMBER</b> WYB000040		<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> NINE MILE CANYON	

Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
COND	24	14	0 - 40	0.0	Unknown	0.0	No Used	0	0.0	0.0
							No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 1000	0.0	J-55 ST&C	0.0	No Used	0	0.0	0.0
							No Used	0	0.0	0.0
PROD	8.75	4.5	0 - 7685	0.0	P-110 LT&C	0.0	No Used	0	0.0	0.0
							No Used	0	0.0	0.0

**ATTACHMENTS**

**VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES**

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

<b>NAME</b> Brady Riley	<b>TITLE</b> Permit Analyst	<b>PHONE</b> 303 312-8115
<b>SIGNATURE</b>	<b>DATE</b> 05/03/2012	<b>EMAIL</b> briley@billbarrettcorp.com
<b>API NUMBER ASSIGNED</b> 43007502860000		<b>APPROVAL</b> <div style="text-align: center;">                       Permit Manager                 </div>

S89°47'50"W - 2628.78' (Meas.)

S89°39'57"W - 2623.57' (Meas.)

1909 Brass Cap,  
1.5' High, Pile of  
Stones

1909 Brass Cap

1992 Alum. Cap,  
0.5' Below Ground,  
Steel Post**T12S, R15E, S.L.B.&M.**

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 39°46'45.09" (39.779192)	LATITUDE = 39°46'59.63" (39.783231)
LONGITUDE = 110°13'31.54" (110.225428)	LONGITUDE = 110°13'37.95" (110.227208)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°46'45.22" (39.779228)	LATITUDE = 39°46'59.76" (39.783267)
LONGITUDE = 110°13'28.98" (110.224717)	LONGITUDE = 110°13'35.39" (110.226497)
STATE PLANE NAD 27 N: 529186.65 E: 2358395.98	STATE PLANE NAD 27 N: 530651.27 E: 2357874.73

1909 Brass Cap,  
1.7' High**10****DISTANCE TABLE**

FROM	TO	BEARING	DISTANCE
#3-15D-12-15	#1-16-12-15	N52°35'20"E	2682.55'

**PRICKLY PEAR UNIT FEDERAL  
#3-15D-12-15****Elev. Ungraded Ground = 6811'**

1477'

797'  
S18°44'15"E  
1555.30'1909 Brass Cap,  
1.3' High, Pile of  
Stones1909 Brass Cap,  
0.8' High1909 Brass Cap,  
1.4' High, Pile of  
StonesS89°50'10"W  
2641.05' (Meas.)

N89°12'23"W - 2630.18' (Meas.)

1986'

**Bottom  
Hole****LEGEND:**

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

**15**SE Cor. Sec. 15  
1909 Brass Cap,  
1.2' HighW 1/4 Cor. Sec. 15  
1909 Brass Cap,  
0.4' High**BILL BARRETT CORPORATION**

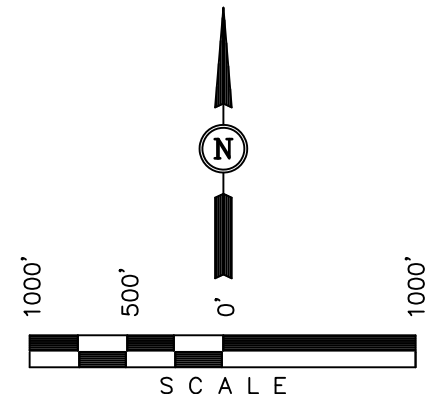
Well location, PRICKLY PEAR UNIT FEDERAL  
#3-15D-12-15, located as shown in the SE 1/4  
SW 1/4 of Section 10, T12S, R15E, S.L.B.&M.,  
Carbon County, Utah.

**BASIS OF ELEVATION**

COTTON TRIANGULATION STATION LOCATED IN THE NW 1/4  
OF SECTION 31, T12S, R16E, S.L.B.&M. TAKEN FROM THE  
TWIN HOLLOW QUADRANGLE, UTAH, CARBON COUNTY, 7.5  
MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE  
UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL  
SURVEY. SAID ELEVATION IS MARKED AS BEING 7386 FEET.

**BASIS OF BEARINGS**

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM  
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY  
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE  
BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH

**UINTAH ENGINEERING & LAND SURVEYING**  
**85 SOUTH 200 EAST - VERNAL, UTAH 84078**  
**(435) 789-1017**

SCALE 1" = 1000'	DATE SURVEYED: 07-07-11	DATE DRAWN: 07-11-11
PARTY C.R. A.W. C.C.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BILL BARRETT CORPORATION	